

UNITED STATES LEASING INTERNATIONAL, INC. MAR 22 1979 - 11 44 AM

INTERSTATE COMMERCE COMMISSION

March 9, 1979

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

9-081A141
Date 3-22-79
Fee \$ 10.00

ICC Washington, D. C.

Dear Sir:

Enclosed for recordation under the provisions of Section 20c of the Interstate Commerce Act and the regulations promulgated thereunder, as amended, are the original and two counterparts of a Release which is a supplement to a Lease of Railroad Equipment dated as of August 27, 1970, which Lease was recorded under the provisions of such Section on September 8, 1970 and bears recordation Number 5824, and the First Amendment to Equipment Lease dated as of December 1, 1970 which was recorded on December 18, 1970 and bears recordation Number 5824A, and the Second Amendment to Equipment Lease dated January 4, 1971 which was recorded on January 25, 1971 and bears recordation Number 5824B and the Third Amendment to Equipment Lease dated March 17, 1971 which was recorded on March 17, 1971 and bears recordation Number 5824C.

The names and addresses of the parties to the enclosed document are:

Lessors: Trust Company for USL, Inc., Successor
Trustee to George D. MacKay and
Edward E. Castans, as Trustees under
Trust Agreement dated as of August 27,
1970
633 Battery Street
San Francisco, California 94111

Lessee: Burlington Northern Inc.

The general description of the equipment covered by the Release is as shown in Exhibit "A" hereto.

The undersigned is an executive officer of the Agent of the Trust established under the aforementioned Trust Agreement, and has knowledge of the matters set forth herein.

Secretary
Interstate Commerce Commission
March 9, 1979
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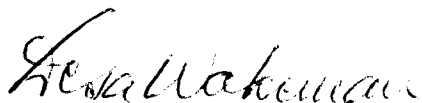
Please return the original of the enclosed Release to
Mrs. Desa Wakeman, United States Leasing International, Inc.,
633 Battery Street, San Francisco, California 94111.

Also enclosed is a remittance in the amount of \$10.00
covering the required recording fee.

Very truly yours,

UNITED STATES LEASING
INTERNATIONAL, INC.
Agent for B.N. TRUST NO. 1

By



Assistant Vice President

RELEASE

MAR 22 1979 - 11 12 AM

INTERSTATE COMMERCE COMMISSION

WHEREAS, under the Lease of Railroad Equipment dated August 27, 1970 (the Lease) between Trust Company for USL, Inc., Successor Trustee to George D. MacKay and Edward E. Castans, Trustees under the Trust Agreement dated as of August 27, 1970 (the Trust Agreement) and Burlington Northern Inc. ("B.N."), B.N. acquired the possession and use of the railroad equipment described in the Lease; and

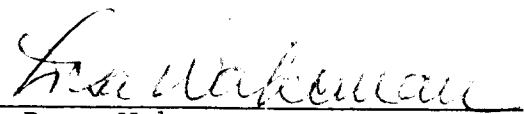
WHEREAS, Burlington Northern Inc. wishes to purchase from B.N. Trust No. 1, established by the Trust Agreement (Trust), all of the cars covered by the Lease as of this date, which cars are as described on Exhibit "A" attached to this Release and made a part hereof (the Railroad Cars);

NOW THEREFORE, for good and valuable consideration received, the Trust hereby relinquishes all right, title and interest in and to the Railroad Cars.

IN WITNESS WHEREOF, the undersigned has executed this Release on this 19th day of March, 1979.

B.N. TRUST NO. 1
BY UNITED STATES LEASING
INTERNATIONAL, INC., Agent for
the Trust under the Trust
Agreement

By



Desa Wakeman
Assistant Vice President

(SEAL)

CORPORATE FORM OF ACKNOWLEDGMENT

STATE OF CALIFORNIA

SS:

COUNTY OF SAN FRANCISCO

On this 19th day of March, 1979, before me personally appeared Desa V. Wakeman, to me personally known, who being by me duly sworn, says that she is the Assistant Vice President of United States Leasing International, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Walter J. Michael
Notary Public

(SEAL)

My commission expires: December 6, 1979.

EXHIBIT "A"

DATED

MARCH 19, 1979

One hundred twenty-six (126) 50-foot rebuilt box cars with identification numbers:

BN 217201 to and including	BN 217202, 217205, 217208, 217210, 217212
BN 217215 " " "	BN 217220
BN 217223 " " "	BN 217224, 217226
BN 217228 " " "	BN 217230, 217233, 217235
BN 217238 " " "	BN 217243, 217247, 217250, 217252, 217255, 217258
BN 217260 " " "	BN 217261
BN 217263 " " "	BN 217270
BN 217272 " " "	BN 217275, 217277
BN 217279 " " "	BN 217294
BN 217296 " " "	BN 217299, 318800
BN 318802 " " "	BN 318805
BN 318807 " " "	BN 318808, 318814, 318816
BN 318818 " " "	BN 318825, 318829
BN 318832 " " "	BN 318837
BN 318841 " " "	BN 318843
BN 318845 " " "	BN 318848
BN 318851 " " "	BN 318853, 318856, 318860
BN 318864 " " "	BN 318868
BN 318871 " " "	BN 318872
BN 318874 " " "	BN 318877
BN 318880 " " "	BN 318882
BN 318887 " " "	BN 318888
BN 318890 " " "	BN 318895, 318897, 318899

EXHIBIT "A"

DATED

MARCH 19, 1979

Two hundred eighty-seven (287) rebuilt OT Hopper Cars with identification numbers:

BN	516000	to	and	including	BN	516043
BN	516045	"	"	"	BN	516062
BN	516064	"	"	"	BN	516066
BN	516068	"	"	"	BN	516071
BN	516073	"	"	"	BN	516080
BN	516082	"	"	"	BN	516083
BN	516085	"	"	"	BN	516122
BN	516124	"	"	"	BN	516130
BN	516132	"	"	"	BN	516160
BN	516162	"	"	"	BN	516170
BN	516172	"	"	"	BN	516209
BN	516211	"	"	"	BN	516282, 516284
BN	516286	"	"	"	BN	516299

EXHIBIT "A"

DATED

MARCH 19, 1979

One hundred (100) rebuilt gondola cars with identification numbers:

BN	556700	to	and	including	BN	556774
BN	556175	"	"	"	BN	556199

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

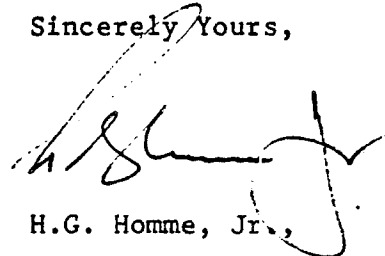
3/22/79

Mrs. Desa Wakeman
United States Leasing International, Inc.,
633 Battery Street
San Francisco, California 94111

Dear Madam:

The enclosed document(s) was recorded pursuant to the
provisions of Section 20(c) of the Interstate Commerce Act,
49 U.S.C. 20(c), on 3/22/79 at 11:55 AM ,
and assigned recordation number(s) 5824-D

Sincerely Yours,



H.G. Homme, Jr.,
Secretary

Enclosure(s)

SE-30-T
(2/78)